

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	
	:	Chapter 11
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TRANSMAR COMMODITY GROUP LTD. ¹	:	
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Debtor.	:	Case No. 16-13625(JLG)
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**ORDER AUTHORIZING THE DEBTOR TO ADVANCE FUNDS TO EFFECTUATE
THE SALE OF ASSETS OF SUBSIDIARY COCOA SERVICES WEST, L.L.C.
AND FOR RELATED RELIEF**

UPON the motion (the “Motion”)² of Transmar Commodity Group Ltd., the above-captioned debtor and debtor-in-possession (the “Debtor”) for entry of an Order authorizing the Debtor to consent to the sale of assets by the Debtor’s subsidiary, Cocoa Services West, L.L.C. (“CSW”), outside the ordinary course of business, and for related relief; and this Court having jurisdiction to consider the Motion and the relief requested therein; and consideration of the Motion and the relief required being a core proceeding; and venue being proper before this Court; and good and sufficient notice of the Motion having been given under the particular circumstances to the Notice Parties, which include the Indirect Shareholders; and it appearing that no other or further notice need be provided; and the Court having considered the Motion, the Limited Objection of the Official Committee of Unsecured Creditors (the “Committee”) to the Motion, and the Debtor’s Reply to the Committee’s Limited Objection; and the Court having conducted a

¹ The Debtor in this chapter 11 case and the last four digits of the Debtor’s taxpayer identification number is as follows: Transmar Commodity Group Ltd. (5889). The Debtor’s principal office is located at 200 South Street, 4th Floor, Morristown, NJ 07960.

² All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Motion.

hearing on the Motion on April 5, 2017, at which time the Court heard oral argument on the Motion; and after due deliberation and sufficient cause appearing therefor,

IT IS ORDERED as follows:

1. The Motion is granted, in part, as set forth herein.
2. The Debtor is authorized and empowered, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to advance up to \$50,000 to CSW (the “Advance”) so that CSW can effectuate the CSW Sale, which amounts shall be reimbursed by CSW to the Debtor. The Debtor shall also receive the balance of the net sale proceeds from the CSW Sale after reimbursement of the Advance, **which proceeds shall not be disbursed without further order of this Court.** [JLG] The CSW Sale shall be subject to the requirements set forth in paragraph 5 hereof.
3. The Debtor shall consult with the Agent for its pre-petition lenders and the Committee before accepting an offer for CSW’s assets. The Debtor and/or CSW shall provide copies of bids and asset purchase agreements to counsel to the Agent for the Debtor’s pre-petition lenders and to counsel for the Committee, which documents shall be for “Attorney’s Eyes Only.” In the event CSW schedules an auction for its assets, the Debtor shall provide the Agent for the pre-petition lenders and the Committee with notice, through their counsel, and shall consult with and allow respective counsel for the Agent for the pre-petition lenders and the Committee to attend any such auction.
4. The 14-day stay period under Rule 6004(h) of the Federal Rules of Bankruptcy Procedure is hereby waived and this Order shall be immediately effective upon its entry.
5. Before CSW closes on a sale of its assets, the Debtor (i) shall first consult with the Agent for pre-petition lenders and the Committee and (ii) and after consultation with the Agent for the pre-petition lenders and the Committee, the Debtor shall settle an order, **on seven (7) days’**

notice, [JLG] with the Court authorizing the Debtor to consent to the CSW Sale pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, along with a declaration or an affidavit setting forth why the CSW Sale is in the best interests of the Debtor's estate.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: New York, New York
April 18, 2017

/s/ *James L. Garrity, Jr.*

HONORABLE JAMES L. GARRITY, JR.
UNITED STATES BANKRUPTCY JUDGE